SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Eiled pursuant to Section 16(a) of the Securities Exchange Act of 1934

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,	-,		or Section 30(h) of the Investment Company Act of 1940	2001	<u></u>			
1. Name and Address of Reporting Person* $\underline{Shaffer David M}$			2. Issuer Name and Ticker or Trading Symbol EnerSys [ENS]		tionship of Reporting Po all applicable) Director	erson(s) to Issuer 10% Owner		
(Last) (First) (Middle) 2366 BERNVILLE ROAD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/13/2018	X	X Officer (give title Other (spectral below) below) President & CEO			
(Street) READING	РА	19605	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Fili Form filed by One Re Form filed by More th	eporting Person		
(City)	(State)	(Zip)			Person			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. Execution Date, Transaction if any Code (Instr. (Month/Day/Year) 8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾	08/13/2018(2)		A		13,303	A	\$0.00	142,522.7664	D	
Common Stock ⁽³⁾	08/13/2018(2)		A		11,597	A	\$0.00	154,119.7664	D	
Common Stock ⁽⁴⁾	08/13/2018(2)		A		14,603	A	\$0.00	168,722.7664	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(S) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$75.17	08/13/2018 ⁽²⁾		Α		47,015		(5)	08/13/2028	Common Stock	47,015	\$0.00	47,015	D	

Explanation of Responses:

1. These shares were granted as restricted stock units that vest twenty-five percent on each of August 13, 2019, August 13, 2020, August 13, 2021, and August 13, 2022, subject to acceleration or forfeiture in certain specified circumstances.

2. This grant was made after markets had closed.

3. These shares were granted as performance share units and vest one hundred percent on August 13, 2021, with an additional one year holding period (4 years total until settlement), subject to acceleration and cancellation upon the occurrence of certain events. Each performance share unit converts into the number of shares of common stock determined by applying the TSR multiplier to the number of units vesting on the third anniversary of the date of grant. The TSR multiplier is based on relative TSR performance versus peers over the three year vesting period. The peer group is the S&P Small Cap 600 Industrial Index, of which EnerSys is a member, and consists of approximately 100 companies. The minimum TSR multiplier is 0% and the maximum TSR multiplier is 200%. These shares represent the performance share units granted, assuming a TSR multiplier of 100%.

4. These shares were granted as performance share units and vest one hundred percent on August 13, 2021, with an additional one year holding period (4 years total until settlement), subject to acceleration and cancellation upon the occurrence of certain events. Each performance share unit converts into the number of shares of common stock determined by applying an EPS Performance multiplier to the number of units vesting on the third anniversary of the date of grant. The EPS Performance multiplier is based on the cumulative adjusted EPS over the three year vesting period relative to a target cumulative adjusted EPS. The minimum EPS Performance multiplier is 0% and the maximum EPS Performance multiplier is 200%. These shares represent the performance share units granted, assuming an EPS Performance multiplier of 100%.

5. The options vest in three equal annual installments beginning on August 13, 2019, subject to acceleration or forfeiture in certain specified circumstances.

Remarks:

Karen J.	Yodis,	by	Power	of

Attorney

08/16/2018

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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